

# VEDDER PRICE

VEDDER, PRICE, KAUFMAN & KAMMHOLZ

222 NORTH LASALLE STREET

CHICAGO, ILLINOIS 60601-1003

312-609-7500

FACSIMILE: 312-609-5005

RECORDATION NO. 20748 FILED

JUN 30 '97

1-24 PM

GEOFFREY R. KASS  
312-609-7553

A PARTNERSHIP INCLUDING VEDDER, PRICE, KAUFMAN & KAMMHOLZ, P.C.  
WITH OFFICES IN CHICAGO AND NEW YORK CITY

June 27, 1997

Surface Transportation Board  
U.S. Department of Transportation  
Washington, D.C. 20423

To Whom It May Concern:

I have enclosed an original and two (2) fully executed and acknowledged counterparts of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The enclosed document is a Memorandum of Equipment Security Agreement, a primary document, dated as of June 1, 1997 between First Security Bank, National Association, not in its individual capacity, except as expressly provided, but solely as Owner Trustee under a certain Trust Agreement dated as of June 1, 1997, as mortgagor ("Owner Trustee"), and CCG Trust Corporation, as mortgagee ("Lender"). This Memorandum of Equipment Security Agreement is a summary of, and is subject to the terms of that certain Equipment Security Agreement dated as of June 1, 1997 between Owner Trustee and Lender.

The second enclosed document is a Memorandum of Lease Agreement, a primary document, dated as of June 1, 1997. This Memorandum of Lease Agreement is a summary of, and is subject to, the terms of that certain Lease Agreement dated as of June 1, 1997 between Owner Trustee and Exxon Chemical Americas, as lessee ("Lessee"). This Memorandum of Lease Agreement is a summary of, and is subject to the terms of that certain Lease Agreement dated as of June 1, 1997 between Owner Trustee and Lessee.

The third enclosed document is a Memorandum of Trust Agreement, a secondary document, dated as of June 1, 1997. This Memorandum of Trust Agreement is a summary of, and is subject to, the terms of that certain Trust Agreement dated as of June 1, 1997 between First Security Bank, National Association and First Union Commercial Corporation, as Owner Participant.

The names and addresses of the parties to the above-referenced documents are as follows:

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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*Counter parts R-V*

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Owner Trustee,  
as mortgagor:

First Security Bank, National Association  
79 S. Main Street  
Salt Lake City, Utah 84111

Owner Participant:

First Union Commercial Corporation  
One First Union Center  
301 South College Street, 31st Floor  
Charlotte, North Carolina 28288

Lender,  
as mortgagee:

CCG Trust Corporation  
#1 Chelston Park  
Collymore Rock, St. Michael  
Barbados, West Indies

Lessee:

✓  
Exxon Chemical Americas  
13501 Katy Freeway  
Houston, Texas 77079-1398

The following is a description of the equipment covered by the above-referenced documents:

Type of Equipment: Covered, C225 cubic foot, plastic pellet hopper railcars  
Number of each type: 290  
Identifying Marks: ECUX  
First and Last Inclusive Numbers: 887191 through 887480, inclusive  
Manufacturer: ACF Industries, Inc.

Please note that there is no guarantor to the enclosed documents.

The equipment is more fully described in the attached Memorandum of Equipment Security Agreement.

A fee of \$72.00 is enclosed. Please return the original and any extra copies not needed by the Surface Transportation Board for recordation to Geoffrey R. Kass, Vedder, Price, Kaufman & Kammholz, 222 North LaSalle Street, 26th Floor, Chicago, IL 60601 (phone: 312/609-7553).

The following is a short summary of the document to appear in the index:

**Primary Document:** Memorandum of Equipment Security Agreement dated June 1, 1997 between First Security Bank, a national banking association, not in its individual

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capacity except as expressly provided therein but solely as Owner Trustee under a certain Trust Agreement, dated as of June 1, 1997, as mortgagor, whose address is 79 S. Main Street, Salt Lake City, Utah, 84111, and CCG Trust Corporation, as mortgagee, whose address is #1 Chelston Park, Collymore Rock, St. Michael, Barbados, West Indies, covering two hundred ninety (290) Covered Hopper Railcars, manufactured by ACF Industries, Inc.

**Primary Document:** Memorandum of Lease Agreement dated June 1, 1997 between Exxon Chemical Americas whose address is 13501 Katy Freeway, Houston, Texas 77079-1398 and First Security Bank, National Association not in its individual capacity but solely as Owner Trustee under a certain Trust Agreement dated as of June 1, 1997 whose address is 79 South Main Street, Salt Lake City, Utah, 84111, covering two hundred ninety (290) Covered Hopper Railcars manufactured by ACF Industries, Inc.

**Secondary Document:** Memorandum of Trust Agreement dated June 1, 1997 between First Union Commercial Corporation (together with its successors and permitted assigns) whose address is One First Union Center, 301 South College Street, 31st Floor, Charlotte, North Carolina 28288 and First Security Bank, National Association in its individual capacity as expressly stated therein and otherwise not in its individual capacity but solely as trustee thereunder, whose address is 79 S. Main Street, Salt Lake City, Utah, 84111, covering two hundred ninety (290) Covered Hopper Railcars manufactured by ACF Industries, Inc.

If you have any questions or comments, please do not hesitate to contact the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Geoffrey R. Kass", with a stylized flourish at the end.

Geoffrey R. Kass

JUN 30 '97

1:24 PM


## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of June 30, 1997, is between FIRST SECURITY BANK, NATIONAL ASSOCIATION, not in its individual capacity, except as expressly provided herein, but solely as Owner Trustee ("Lessor") and EXXON CHEMICAL AMERICAS, a division of Exxon Chemical Company, a division of Exxon Corporation, a New Jersey corporation ("Lessee").

WHEREAS, the Lessor and the Lessee are entering into that certain Lease Supplement No. 1 dated as of June 30, 1997 (the "Lease Supplement"), which supplements and amends that certain Lease Agreement dated as of June 1, 1997 (the "Master Lease"; the Lease as supplemented and amended by the Lease Supplement, being referred to herein as the "Lease") between Lessor and Lessee and places under lease that certain equipment set forth on Schedule I attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION, not in its individual  
capacity, but solely as Owner Trustee  
Lessor

By:   
Name: Brett R. King  
Title: Assistant Vice President

EXXON CHEMICAL AMERICAS,  
a division of Exxon Chemical Corporation  
a division of Exxon Corporation,  
Lessee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

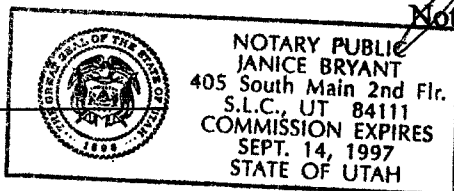
STATE OF Utah  
COUNTY OF Salt Lake

I, Janice Bryant, a Notary Public in and for said state and county, do hereby certify that Brett R. King personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this \_\_\_\_ day of \_\_\_\_\_, 19\_\_.

Janice Bryant  
Notary Public

My commission expires: \_\_\_\_\_



[NOTARY SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public in and for said state and county, do hereby certify that \_\_\_\_\_ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this \_\_\_\_ day of \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

[NOTARY SEAL]

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of June 30, 1997, is between FIRST SECURITY BANK, NATIONAL ASSOCIATION, not in its individual capacity, except as expressly provided herein, but solely as Owner Trustee ("Lessor") and EXXON CHEMICAL AMERICAS, a division of Exxon Chemical Company, a division of Exxon Corporation, a New Jersey corporation ("Lessee").

WHEREAS, the Lessor and the Lessee are entering into that certain Lease Supplement No. 1 dated as of June 30, 1997 (the "Lease Supplement"), which supplements and amends that certain Lease Agreement dated as of June 1, 1997 (the "Master Lease"; the Lease as supplemented and amended by the Lease Supplement, being referred to herein as the "Lease") between Lessor and Lessee and places under lease that certain equipment set forth on Schedule I attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION, not in its individual  
capacity, but solely as Owner Trustee  
Lessor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

EXXON CHEMICAL AMERICAS,  
a division of Exxon Chemical Corporation  
a division of Exxon Corporation,  
Lessee

By: B. Kenneth Townsend, Jr. 6/3/97 PJA  
Name: \_\_\_\_\_  
Title: B. Kenneth Townsend, Jr.  
Manager, Materials & Services Dept.

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public in and for said state and county, do hereby certify that \_\_\_\_\_ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this \_\_\_\_ day of \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

[NOTARY SEAL]

STATE OF TEXAS

COUNTY OF HARRIS

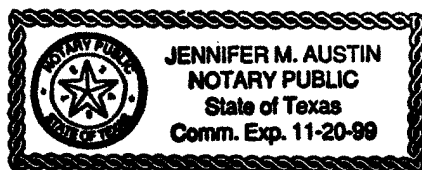
I, JENNIFER M. AUSTIN, a Notary Public in and for said state and county, do hereby certify that B. KENNETH TOWNSEND JR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 3RD day of JUNE, 1997

Jennifer M. Austin  
Notary Public

My commission expires: 11-20-99

[NOTARY SEAL]



## **SCHEDULE I**

### **DESCRIPTION OF EQUIPMENT**

June 30, 1997

**DESCRIPTION OF UNITS:**           ACF Manufactured 100-Ton Covered Hoppers

**REPORTING MARKS:**           ECUX

**UNIT NUMBERS:**           Exhibit A Attached

# Exhibit A

ECUX-	887191	/	-
	887192	/	-
	887193	/	-
	887194	/	-
	887195	/	-
	887196	/	-
	887197	/	-
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	887201	/	-
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	887219	/	-
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	887221	/	-
	887222	/	-
	887223	/	-
	887224	/	-
	887225	/	-
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	887227	/	-
	887228	/	-
	887229	/	-
	887230	/	-
	887231	/	-
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